



Notice of annual general meeting and explanatory memorandum

Burson Group Limited

ACN 153 199 912

Date: Monday, 26 October 2015

Time: 11.30 am (Melbourne time)

Venue: Level 37, 101 Collins Street
Melbourne VIC 3000
Australia

NOTICE OF 2015 ANNUAL GENERAL MEETING

NOTICE is given that the 2015 Annual General Meeting of Burson Group Limited ACN 153 199 912 will be held at Level 37, 101 Collins Street, Melbourne VIC 3000 Australia on Monday, 26 October 2015 at 11.30 am (Melbourne time).

BUSINESS OF THE MEETING

Shareholders are invited to consider the following items of business at the Annual General Meeting:

1. Financial and related reports

Financial and related reports	
Description	To receive and consider the Financial Report of the Company and its controlled entities and the related Directors' and Auditor's Reports in respect of the financial year ended 30 June 2015.

2. Adoption of Remuneration Report (Non-binding resolution)

Resolution 1	Adoption of Remuneration Report (Non-binding resolution)
Description	Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the 2015 Annual Report and is available from the Company's website (www.burson.com.au). In accordance with section 250R of the Corporations Act, the vote on this resolution will be advisory only and will not bind the directors or the Company.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution: <i>"THAT the Remuneration Report of the Company and its controlled entities for the year ended 30 June 2015 be adopted."</i>
Voting Exclusion	<p>The Company will disregard any votes cast on this resolution (in any capacity, whether as proxy or as shareholders) by any of the following persons:</p> <ul style="list-style-type: none">(a) Key Management Personnel; and(b) Closely Related Parties of Key Management Personnel. <p>However, the Company need not disregard a vote if it is:</p> <ul style="list-style-type: none">(c) cast by a person as a proxy appointed in accordance with the directions of the proxy form that specifies how the proxy is to vote on Resolution 1; and the vote is not cast on behalf of a person described in subparagraphs (a) and (b) above; or(d) cast by the chair of the Meeting as proxy appointed in accordance with the directions of the proxy form for a person who is entitled to vote, and such appointment on the proxy form expressly authorises the chair to exercise the proxy even if the resolution is connected directly with the remuneration report; and the vote is not cast on behalf of a person described in subparagraphs (a) and (b) above.

3. Re-Election of Director

Resolution 2	Re-Election of Mr Andrew Harrison as Director
Description	Mr Andrew Harrison, who was appointed as a Director on 31 March 2014, retires as a Director in accordance with rule 6.1(f)(i)(A) of the Constitution, and being eligible, offers himself for re-election under rule 6.1(i) of the Constitution.
Resolution (Ordinary)	To consider and, if thought fit, to pass the following resolution as an ordinary resolution: <i>“THAT Mr Andrew Harrison, having been appointed as a Director on 31 March 2014, and who retires as a Director of the Company in accordance with rule 6.1(f)(i)(A) of the Constitution, and being eligible, offers himself for re-election, be re-elected as a Director of the Company.”</i>

4. Ratification of Issue of Shares

Resolution 3	Ratification of issue of shares
Description	The Company seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for an issue of shares made by the Company on 31 July 2015. The shares were issued in accordance with the terms of a share sale agreement between Burson and the vendors of the share capital of Metcash Automotive Holdings Pty Ltd (MAH Vendors), as part consideration for Burson’s acquisition of the entire issued share capital of MAH.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution: <i>“THAT for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders approve and ratify the issue of 4,695,523 fully paid ordinary shares in the Company at a deemed issue price of \$3.22 per share to certain MAH Vendors on 31 July 2015 on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.”</i>
Voting Exclusion	The Company will disregard any votes cast on this resolution by any person who participated in the issue of the shares and any of their associates. However, the Company need not disregard a vote if it is cast by: (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or; (b) the person chairing the Meeting as proxy for a person entitled to vote, in accordance with a direction on a proxy form to vote as the proxy decides.

5. Approval of Provision of Financial Assistance to Burson Finance

Resolution 4	Approval of Provision of Financial Assistance to Burson Finance
Description	The Company seeks shareholder approval for the provision of Financial Assistance to Burson Finance by the Acquired Companies in connection with the acquisition by Burson Finance of all of the shares in the capital of the Acquired Companies.

**Resolution
(Special)**

To consider and, if thought fit, pass the following resolution as a special resolution:

***“THAT** for the purposes of section 260B(2) of the Corporations Act and for all other purposes, approval is given for the Acquired Companies to provide financial assistance to Burson Finance in connection with the acquisition by Burson Finance of all of the issued shares in the capital of the Acquired Companies by way of the grant of certain guarantees and security interests in favour of the financiers to Burson Group Limited and its subsidiaries and the entry into of a deed of cross guarantee for the purposes of the Acquired Companies obtaining certain financial reporting relief pursuant to ASIC Class Order 98/1418 (**Financial Assistance**).”*

Dated 25 September 2015

BY ORDER OF THE BOARD OF BURSON GROUP LIMITED



Gregory Fox
Company Secretary

QUESTIONS FROM SHAREHOLDERS

In order to provide an equal opportunity for all shareholders to ask questions of the Board, we ask you to submit in writing any questions to the Company or to the Company's auditor, PricewaterhouseCoopers in relation to the conduct of the external audit for the year ended 30 June 2015, or the content of its audit report. Please send your questions to:

The Company Secretary, Burson Group Limited
Via mail: 61-63 Gower Street, Preston VIC 3072
Via email: companysecretary@burson.com.au

Written questions must be received by no later than **5.00pm (Melbourne time) on Monday, 19 October 2015.**

Your questions should relate to matters that are relevant to the business of the Annual General Meeting, as outlined in this Notice of Meeting and Explanatory Memorandum.

In accordance with the *Corporations Act 2001* (Cth) and the Company's policy, a reasonable opportunity will also be provided to shareholders attending the Annual General Meeting to ask questions about, or make comments upon, matters in relation to the Company including the Company's Remuneration Report for the year ended 30 June 2015.

During the course of the Annual General Meeting, the Chair will seek to address as many shareholder questions as reasonably practicable, and where appropriate, will give a representative of the auditor the opportunity to answer written questions addressed to it. However there may not be sufficient time to answer all questions at the Annual General Meeting. Please note that individual responses may not be sent to shareholders.

VOTING INFORMATION

Entitlement to vote at the Annual General Meeting

A determination has been made by the Board of the Company under regulation 7.11.37 of the *Corporations Regulations 2001* that that the persons eligible to vote at the Annual General Meeting are those who are registered shareholders of the Company as at **7.00 pm (Melbourne time) on Saturday, 24 October 2015**, subject to any applicable voting exclusion.

Voting by proxy

- (a) A shareholder entitled to attend and vote at the Annual General Meeting may appoint one proxy or, if the shareholder is entitled to cast 2 or more votes at the meeting, 2 proxies, to attend and vote instead of the shareholder.
- (b) Where 2 proxies are appointed to attend and vote at the meeting, each proxy may be appointed to represent a specified proportion or number of the shareholder's voting rights at the meeting.
- (c) A proxy need not be a shareholder of the Company.

- (d) A proxy may be an individual or a body corporate. If a body corporate is appointed, the proxy form must indicate the full name of the body corporate and the full name or title of the individual representative of the body corporate for the meeting.
- (e) A proxy form accompanies this notice. If a shareholder wishes to appoint more than 1 proxy, they may make a copy of the proxy form attached to this notice. For the proxy form to be valid it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a (notarially) certified copy of that power of authority **by 11.30am (Melbourne time) on Saturday, 24 October 2015:**
 - by post at GPO Box 242, Melbourne, Victoria 3001; or
 - by personal delivery at Yarra Falls, 452 Johnston Street, Abbotsford, Victoria, 3067; or
 - by facsimile: Australia – 1800 783 447, overseas - +61 3 9473 2555; or
 - Custodian voting - For Intermediary Online subscribers only (custodians) please visit **www.intermediaryonline.com** to submit your voting intentions.

Proxy voting by the Chair

The *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011* (Cth), imposes prohibitions on Key Management Personnel and their Closely Related Parties from voting their shares (or voting undirected proxies) on, amongst other things, remuneration matters.

However, the chair of a meeting may vote an undirected proxy (i.e. a proxy that does not specify how it is to be voted), provided the shareholder who has lodged the proxy has given an express voting direction to the chair to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of Key Management Personnel. If you complete a proxy form that authorises the Chair of the Meeting to vote on your behalf as proxy, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, then you will be taken to have expressly authorised the Chair to exercise your proxy on Resolution 1. In accordance with this express authority provided by you, the Chairman will vote in favour of Resolution 1. If you wish to appoint the Chair of the Meeting as your proxy, and you wish to direct him how to vote, please tick the appropriate boxes on the form.

The Company's Chairman, Mr Robert McEniry, will chair the Meeting and intends to vote all available undirected proxies in favour of each item of business.

If you appoint as your proxy any Director of the Company, except the Chairman, or any other Key Management Personnel or any of their Closely Related Parties and you do not direct your proxy how to vote on Resolution 1, he or she will not vote your proxy on that item of business.

EXPLANATORY MEMORANDUM TO NOTICE OF 2015 ANNUAL GENERAL MEETING

1. Financial and related reports

Financial And Related Reports	
Explanation	<p>Section 317 of the Corporations Act requires the Company's financial report, directors' report and auditor's report for the financial year ended 30 June 2015 to be laid before the Company's 2015 Annual General Meeting. There is no requirement for a formal resolution on this item.</p> <p>The financial report contains the financial statements of the consolidated entity consisting of Burson and its controlled entities.</p> <p>As permitted by the Corporations Act, a printed copy of the Company's 2015 Annual Report has been sent only to those shareholders who have elected to receive a printed copy. A copy of the 2015 Annual Report is available from the Company's website (www.burson.com.au).</p> <p>The Chair of the meeting will allow a reasonable opportunity at the meeting for shareholders to ask questions. Shareholders will also be given a reasonable opportunity at the meeting to ask the Company's auditor PricewaterhouseCoopers questions about its audit report, the conduct of its audit of the Company's financial report for the year ended 30 June 2015, the preparation and content of its audit report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of PricewaterhouseCoopers in relation to the conduct of the audit.</p>

2. Adoption of Remuneration Report (Non-binding resolution)

Resolution 1	Adoption of Remuneration Report (Non-binding resolution)
Explanation	<p>Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the Company's 2015 Annual Report and is available from the Company's website (www.burson.com.au).</p> <p>The Remuneration Report:</p> <ul style="list-style-type: none"> • describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance; • sets out the remuneration arrangements in place for each director and for certain members of the senior management team; and • explains the differences between the basis for remunerating non-executive directors and senior executives, including the Chief Executive Officer. <p>The vote on this item is advisory only and does not bind the Directors. However, the Board will take into account any discussion on this item and the outcome of the vote when considering the future remuneration policies and practices of the Company.</p>

Voting Exclusion	A voting exclusion statement applies to this resolution, as set out in the Notice.
Board Recommendation	The Directors unanimously recommend that shareholders vote in favour of adopting the Remuneration Report.
Chair's available proxies	The Chair of the Meeting intends to vote all available proxies in favour of this Resolution 1.

3. Re-Election of Director

Resolution 2	Re-Election of Mr Andrew Harrison as Director
Explanation	<p>Rule 6.1(f)(i)(A) of the Constitution requires one third of the Directors (excluding the Managing Director), rounded down to the nearest whole number, to retire at each Annual General Meeting of the Company. Under rule 6.1(g) of the Constitution, the Directors to retire under rule 6.1(f)(i)(A) are those who have held office as Director for the longest period of time since their last election to office, or in the event that two or more directors have held office for the same period of time, those Directors determined by lot.</p> <p>All of Burson's Directors (excluding the Managing Director Mr Darryl Abotomey) were re-elected to office by shareholders at the Company's 2014 Annual General Meeting, and accordingly have held office for the same period of time since their last election. The Directors have determined by lot that Mr Andrew Harrison will retire as a Director at the Company's 2015 Annual General Meeting in accordance with rules 6.1(f)(i)(A) and 6.1(g) of the Company's Constitution.</p> <p>Mr Harrison, being eligible under rule 6.1(i) of the constitution, offers himself for re-election as Director.</p>
About Mr Andrew Harrison	<p>Andrew Harrison was appointed to the Board in March 2014 as an Independent Non-Executive Director. He holds a Bachelor of Economics from the University of Sydney and a Master of Business Administration from The Wharton school at the University of Pennsylvania, and is a Chartered Accountant.</p> <p>Mr Harrison is an experienced company director and corporate advisor. He has previously held executive and non-executive directorships with public, private and private equity owned companies, including as Chief Financial Officer of Seven Group Holdings, Group Finance Director of Landis and Gyr, and Chief Financial Officer and a director of Alesco Limited. Mr Harrison was previously a Senior Manager at Gresham Partners Limited, and an Associate at Chase Manhattan Bank (New York) and a Senior Manager at Ernst & Young (Sydney and London).</p> <p>Mr Harrison serves as Chair of Burson's Audit and Risk Management Committee, and holds a relevant interest in 44,000 ordinary shares in Burson. Mr Harrison currently serves as director of Estia Health Limited and Ingogo Limited.</p>
Board Recommendation	The Board, with Mr Andrew Harrison abstaining on making any recommendation, recommends that shareholders vote in favour of this Resolution 2.
Chair's available proxies	The Chair of the Meeting intends to vote all available proxies in favour of this Resolution 2.

4. Ratification of Issue of Shares

Resolution 3	Ratification of issue of shares
Explanation	<p>The Company seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for an issue of 4,695,523 fully paid ordinary shares on 31 July 2015. The shares were issued in accordance with the terms of a share sale agreement dated 15 June 2015 between the Company and the MAH Vendors, as part consideration for the acquisition by Burson of the entire issued capital of MAH. For further information, refer to Burson's ASX announcement dated 15 June 2015 in respect of this acquisition.</p>
ASX Listing Rules	<p>ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions under ASX Listing Rule 7.2, issue or agree to issue shares during any 12 month period in excess of 15% of the number of shares on issue at the commencement of that 12 month period without shareholder approval.</p> <p>ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1, by permitting the ratification of previous issues of shares which were not made under a prescribed exception under ASX Listing Rule 7.2 or with shareholder approval, provided that such issues did not breach the 15% threshold set out by Listing Rule 7.1. If shareholders of a company approve the ratification of such previous issues of shares at a general meeting, those shares will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1.</p>
Reason for resolution	<p>The effect of ratification in accordance with ASX Listing Rule 7.4 is the reinstatement of the Company's maximum capacity to issue further shares up to 15% of the issued capital of the Company, if required, in the next 12 months without requiring shareholder approval. The Directors believe that it is in the best interests of the Company that the Directors maintain their ability to issue up to 15% of the issued capital of the Company.</p> <p>Save for as otherwise set out in this Notice, the Directors do not currently have any specific intention to make any further issue of shares without approval of shareholders under ASX Listing Rule 7.1 in the next 12 months, unless such issue falls under an exception to the 15% threshold in ASX Listing Rule 7.2.</p> <p>However, the Directors consider it to be appropriate and prudent for approval to be sought at the Annual General Meeting, in respect of the relevant issue of shares made by the Company in the last twelve months. The Directors believe this approval will enhance the Company's flexibility to finance its operations through raising equity capital, should the Directors consider it to be in the best interests of the Company to do so.</p> <p>In particular, the Directors note that if this approval is not obtained at the Annual General Meeting, the Company may be required to incur additional costs and delay of convening an extraordinary general meeting of the Company if the Directors propose to issue securities which do not fall under an exception to the 15% rule in ASX Listing Rule 7.2.</p>

Information required to be provided under the ASX Listing Rules	<p>As stated above, the Company issued the shares pursuant to the terms of a share sale agreement dated 15 June 2015 between the Company and the MAH Vendors, as part consideration for the acquisition by Burson of the entire issued capital of MAH.</p> <p>In accordance with ASX Listing Rule 7.5, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.4, the following information is provided to shareholders:</p> <ul style="list-style-type: none"> ▪ No. of shares issued – 4,695,523 ▪ Issue price per share – Nil cash consideration; deemed issue price of \$3.22 per share ▪ Terms of shares – Fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company. The 4,695,523 shares are subject to voluntary escrow provisions as follows: <ul style="list-style-type: none"> ○ 1,878,210 shares are subject to voluntary escrow from the date of issue until the release of Burson’s half year results for the 6 months ending 31 December 2015. ○ 2,817,313 shares are subject to voluntary escrow from the date of issue until the release of Burson’s full year results for the 12 months ending 30 June 2016. ▪ Recipient of issue – Certain vendors of the share capital of MAH which Burson acquired in July 2015. ▪ Use of funds raised – No funds were raised from the issue of the shares. The shares were issued as part consideration to certain MAH Vendors as part consideration for Burson’s acquisition of the entire issued capital of MAH in July 2015.
Voting Exclusion	A voting exclusion statement applies to this resolution, as set out in the Notice.
Board Recommendation	The Directors unanimously recommend that shareholders vote in favour of this resolution.
Chairman’s available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this Resolution 3.

5. Approval of financial assistance to Burson Finance

Resolution 4	Approval of Financial Assistance to Burson Finance
Explanation	<p>The Company, as the holding company of each of the Acquired Companies, is required to seek that shareholders pass a special resolution approving the proposed Financial Assistance under section 260B(2) of the Corporations Act in order for the proposed financial assistance to be given by the Acquired Companies.</p> <p>Burson has set out below the information known to it that is material to the decision on how to vote on the resolution as required under section 260B(4) of the Corporations Act.</p>

Information required under section 260B(4) of the Corporations Act

- 1 Company as Holding Company**

Aftermarket Network Australia Pty Ltd (ACN 159 216 485) (**Aftermarket**), Australian Automotive Distribution Pty Ltd (ABN 64 163 280 279), Automotive Brands Group Pty Ltd (ABN 99 159 177 803) and Midas Australia Pty Ltd (ABN 24 005 241 798) (each an **Aftermarket Subsidiary**) propose to give financial assistance for a share acquisition as described in the next paragraph and are seeking shareholder approval under section 260B(1) of the Corporations Act. The Company is the ultimate holding company of Aftermarket and each Aftermarket Subsidiary and therefore is required to obtain a special resolution of its members approving the proposed financial assistance under section 260B in order for the proposed financial assistance to be given.
- 2 Particulars of the Proposed Financial Assistance**
 - (a) Burson Finance Pty Limited (ABN 64 153 203 804) (**Burson Finance**), a wholly owned subsidiary of the Company, has acquired all of the issued shares (**Shares**) in the capital of Aftermarket and, indirectly, each Aftermarket Subsidiary (the **Acquisition**).
 - (b) The Acquisition was financed in part through debt facilities made available to the Company and its subsidiaries.
 - (c) It is proposed that Aftermarket and each Aftermarket Subsidiary give financial assistance by way of entering into the following documents (each, a **Document**) in connection with the financing of the Acquisition referred to in paragraph (b):
 - (i) an Accession Deed, relating to the Senior Syndicated Facility Agreement dated 14 October 2011 as most recently amended on 20 July 2015 between the Company, Burson Finance, Burson Automotive Pty Limited (ABN 82 006 613 378) (each, an **Initial Obligor**), Australia and New Zealand Banking Group Limited (ABN 11 005 357 522) and Westpac Banking Corporation (ABN 33 007 457 141) (as, among other things, the **Security Trustee**) (the **Syndicated Facility Agreement**);
 - (ii) a General Security Deed between Aftermarket, each Aftermarket Subsidiary and the Security Trustee;
 - (iii) an Accession Deed, acceding to a Deed of Cross Guarantee dated 27 March 2013 between the Company, Burson Finance and Burson Automotive Distribution Pty Ltd (ABN 64 163 280 279); and
 - (iv) any document, notice, certificate, resolution, guarantee, indemnity, covenant, representation, warranty, stipulation, promise or agreement, necessary, advisable or incidental in connection with any of the Documents listed above.
 - (d) As is the case with the Company's current funding arrangements, and many similar funding arrangements of other companies, it is a requirement of the banks providing the Syndicated Facility Agreement that the obligations of the Company be guaranteed by the bulk of the Company's wholly-owned subsidiaries. To comply with that requirement, if the Company acquires a new wholly-owned subsidiary, it may need to ensure that the new wholly-owned subsidiary becomes a guarantor after its acquisition. As the Acquisition has occurred and has been completed, the Company is obliged to procure that Aftermarket and each Aftermarket Subsidiary become guarantors by acceding

to the Syndicated Facility Agreement as guarantors.

- (e) The accession to the Syndicated Facility Agreement by Aftermarket and each Aftermarket Subsidiary would constitute financial assistance for the acquisition of shares by Burson Finance in Aftermarket. Following the Acquisition, the Company has become the holding company of Aftermarket and each Aftermarket Subsidiary. As the Company is a listed holding company, it may be a requirement of section 260B(2) of the Corporations Act that the Financial Assistance be approved by a special resolution of the members of the Company. It is a peculiarity of the drafting of the Act that such a resolution is required in this situation even though it is the Company (through a subsidiary) making the Acquisition and is therefore benefiting from the grant of the proposed financial assistance for the Acquisition, and even though the proposed financial assistance is clearly in the interests of the Company and its shareholders.
- (f) The proposed financial assistance comprises Aftermarket and each Aftermarket Subsidiary signing accession deeds acceding as guarantors to the Syndicated Facility Agreement and granting a general security deed over all its assets and undertaking to secure repayment of the amounts owing under the Syndicated Facility Agreement.
- (g) Under the Syndicated Facility Agreement, the guarantors guarantee the obligations of the Company, Burson Finance and each other guarantor under the Syndicated Facility Agreement. The facilities under the Syndicated Facility Agreement, among other things, are to fund the cash component of the Acquisition and related costs and for general corporate purposes and capital expenditure.

3 Reasons for the Proposal to Give Financial Assistance

The reasons for the proposal that Aftermarket and each Aftermarket Subsidiary give the Financial Assistance are that:

- (a) It is a requirement of the Syndicated Facility Agreement that Aftermarket and each Aftermarket Subsidiary give the proposed financial assistance. In the view of the directors, such a reasonable requirement was a necessary part of obtaining finance on the most favourable terms. Obtaining finance of such a large amount without that requirement would have been very difficult, and would have resulted in funding being obtained on terms which would have been more restrictive and expensive.
- (b) If Aftermarket and each Aftermarket Subsidiary do not give the proposed financial assistance within a specified period, it would be a default under the Syndicated Facility Agreement and allow the lenders to terminate the facilities under the Syndicated Facility Agreement and require immediate repayment of the financial accommodation provided under the Syndicated Facility Agreement. It would then be necessary for the Company and Burson Finance to refinance the Syndicated Facility Agreement or renegotiate the Syndicated Facility Agreement, in each case, which may not be possible or may only be possible on significantly more restrictive and expensive terms.

4 Advantages of the Proposed Financial Assistance

The proposed Financial Assistance will benefit the Company by ensuring that it complies with the terms of the Syndicated Facility Agreement and

	<p>that it can continue to raise funds under it on favourable terms to finance the Acquisition, refinance its existing debt and for its own working capital purposes.</p> <p>5 Effect of the Proposed Financial Assistance on the Interests of Aftermarket, each Aftermarket Subsidiary and Burson Finance</p> <p>(a) The effect on the interests of Aftermarket and each Aftermarket Subsidiary of the giving of the Financial Assistance will be that Aftermarket and each Aftermarket Subsidiary will jointly and severally, with each Initial Obligor and other "Additional Guarantor", unconditionally and irrevocably guarantee the repayment of the financial accommodation provided to Burson Finance and the Company under the Syndicated Facility Agreement.</p> <p>(b) The Financial Assistance will have no adverse effect on Burson Finance.</p> <p>6 Effect of the Proposed Financial Assistance on the Ability of Aftermarket and each Aftermarket Subsidiary to Pay its Creditors</p> <p>(a) The effect on the ability of Aftermarket and each Aftermarket Subsidiary to pay their creditors on the giving of the Financial Assistance will be that, if the Initial Obligors default on their obligations under the Syndicated Facility Agreement, this is likely to have a material effect on Aftermarket and each Aftermarket Subsidiary's financial position which is, in turn, likely to compromise their ability to pay creditors.</p> <p>(b) However, the directors of the Company consider this to be reasonable and manageable and, in light of the grace periods, thresholds, materiality and other mitigating factors, do not consider that there will be a substantial risk of default based on facts and circumstances known to them at the date of this statement.</p> <p>(c) Accordingly, the directors of the Company have considered and reached a view that, as at the date of this statement, the Financial Assistance will not materially prejudice the ability of Aftermarket and each Aftermarket Subsidiary to pay their creditors.</p> <p>7 Other Information Material to Decision</p> <p>As the ultimate holding company of Aftermarket and each Aftermarket Subsidiary and a party to the Syndicated Facility Agreement, the Financial Assistance will have no adverse effect on the Company.</p>
<p>Board Recommendation</p>	<p>The Directors of the Company have unanimously approved the statements set out above for the purposes of section 260B(4) of the Corporations Act and determined that it includes all information known to the Company that is material to the decision on how to vote on the resolution required by section 260(B)(4) of the Corporations Act. The Directors unanimously recommend that shareholders approve Resolution 4.</p>
<p>Chairman's available proxies</p>	<p>The Chairman of the Meeting intends to vote all available proxies in favour of this Resolution 4.</p>

Definitions

Acquired Companies	Aftermarket Network Australia Pty Ltd (formerly Metcash Automotive Holdings Pty Ltd) ACN 159 216 485; Australian Automotive Distribution Pty Ltd ACN 163 280 279; Automotive Brands Group Pty Ltd ACN 159 177 803; and Midas Australia Pty Ltd ACN 005 241 798.
Burson or Company	Burson Group Limited ACN 153 199 912
Burson Finance	Burson Finance Pty Limited ACN 153 203 804
Constitution	The Company's constitution
Corporations Act	<i>Corporations Act 2001</i> (Cth)
Closely Related Party (of a member of KMP of an entity)	Has the definition given to it by section 9 of the Corporations Act, and means: (a) a spouse or child of the member; or (b) a child of the member's spouse; or (c) a dependant of the member or of the member's spouse; or (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or (e) a company the member controls; or (f) a person prescribed by the regulations for the purposes of this definition (nothing at this stage).
Director	Means a director of the board of Burson.
Key Management Personnel or KMP	Those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.
MAH or Aftermarket	Aftermarket Network Australia Pty Ltd (formerly Metcash Automotive Holdings Pty Ltd) ACN 159 216 485
MAH Vendors	The vendors of the share capital of MAH under the share purchase agreement dated 15 June 2015.

-ENDS-



BURSON GROUP LTD
ABN 80 153 199 912

┌ 000001 000 BAP
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

For your vote to be effective it must be received by 11.30 am (Melbourne time) Saturday, 24 October 2015

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form →



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- Review your securityholding
- Update your securityholding

Your secure access information is:

SRN/HIN: I9999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Burson Group Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Burson Group Limited to be held at Level 37, 101 Collins Street, Melbourne, Victoria on Monday, 26 October 2015 at 11.30 am (Melbourne time) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

The Chairman of the Meeting intends to vote undirected proxies in favour of all Resolutions, including Resolution 1.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2 below.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Andrew Harrison as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of issue of shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of Provision of Financial Assistance to Burson Finance	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /